

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>FIELDWOOD ENERGY III LLC, <i>et al.</i>,</b>	§	<b>Case No. 20-33948 (MI)</b>
	§	
<b>Post-Effective Date Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>
	§	

**ORDER SUSTAINING PLAN ADMINISTRATOR’S  
TWENTIETH OMNIBUS OBJECTION TO CLAIMS SEEKING TO  
RECLASSIFY CERTAIN ADMINISTRATIVE EXPENSE CLAIMS  
(CLAIMS FILED BY THE DEPARTMENT OF INTERIOR)**

Upon the objection (the “**Objection**”)<sup>2</sup> of the Plan Administrator, pursuant to sections 105(a), 502(b), and 503(b) of the Bankruptcy Code, Bankruptcy Rule 3007, and Bankruptcy Local Rule 3007-1, for entry of an order reclassifying the Disputed Claims identified on **Schedule 1** attached hereto as Class 6B General Unsecured Claims, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Objection and the

---

<sup>1</sup> The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “**Post-Effective Date FWE I Subsidiaries**”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Objection.

requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having been provided; and it appearing that no other or further notice need be provided; and the Court having reviewed the Objection and exhibits thereto; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. Each Disputed Claim identified on **Schedule 1** to this Order is hereby reclassified as a Class 6B General Unsecured Claim in the amount set forth on **Schedule 1**.
2. Kroll Restructuring Administration LLC, as claims, noticing and solicitation agent, is authorized and directed to update the claims register maintained in these Chapter 11 Cases to reflect the relief granted in this Order.
3. Each Disputed Claim and the objections by the Plan Administrator to such Disputed Claim constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order will be deemed a separate order with respect to each Disputed Claim.
4. Except as otherwise provided in this Order, nothing in this Order shall be deemed: (a) an admission as to the validity of any Administrative Expense Claim or any other claim against a Debtor entity or such Debtor entity's estate; (b) a waiver of any party's right to dispute any Administrative Expense Claim or any other claim on any grounds; (c) a promise or requirement to pay any Administrative Expense Claim or any other claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order

granting the relief requested by this Objection; or (e) a waiver of the Plan Administrator's rights under the Bankruptcy Code or any other applicable law.

5. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

6. The Plan Administrator is authorized to take all steps necessary or appropriate to effectuate the relief granted pursuant to this Order in accordance with the Objection.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_, 2022  
Houston, Texas

---

THE HONORABLE MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE

**Schedule 1****Disputed Claims<sup>1</sup>**

<b>Claim No.</b>	<b>Claimant</b>	<b>Date Filed</b>	<b>Claim As Filed</b>	<b>Claim as Reclassified</b>
1093	DOI	3/25/22	AEC: \$33,089.38 GUC: \$0  Total: \$33,089.38	AEC: \$0 GUC: \$33,089.38  Total: \$33,089.38
1094	DOI	3/25/22	AEC: \$29,361.59 GUC: \$0  Total: \$29,361.59	AEC: \$0 GUC: \$29,361.59  Total: \$29,361.59
1095	DOI	3/25/22	AEC: \$25,489.65 GUC: \$0  Total: \$25,489.65	AEC: \$0 GUC: \$25,489.65  Total: \$25,489.65
1107	DOI	3/25/22	AEC: \$278,291.83 GUC: \$0  Total: \$278,291.83	AEC: \$0 GUC: \$278,291.83  Total: \$278,291.83
1134	DOI	5/13/22	AEC: \$219,705.34 GUC: \$0  Total: \$219,705.34	AEC: \$0 GUC: \$219,705.34  Total: \$219,705.34

---

<sup>1</sup> For purposes of this Schedule, “AEC” means Administrative Expense Claim (as defined in the Plan) and “GUC” means Class 6B General Unsecured Claim (as defined in the Plan).